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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND MISSISSIPPI WORKERS' COMPENSATION
INDIVIDUAL SELF-INSURER GUARANTY ASSOCIATION ON BEHALF OF
KENDRICK D. HOLMES DISALLOWING AND EXPUNGING PROOF OF
ADMINISTRATIVE EXPENSE CLAIM NUMBER 19566

(KENDRICK D. HOLMES)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Mississippi Workers’ Compensation Individual Self-Insurer Guaranty Association (the “Association”) on behalf of Kendrick D. Holmes (the “Claimant”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And The Mississippi Workers’ Compensation Individual Self-Insurer Guaranty Association On Behalf Of Kendrick D. Holmes Disallowing And Expunging Proof Of Administrative Expense Claim Number 19566 (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, (the “Petition Date”), Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC (“DAS LLC”), former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on August 13, 2009, the Association, on behalf of the Claimant, filed proof of claim number 19566 against DAS LLC, which asserts an unliquidated administrative expense claim (the “Claim”), stemming from an alleged work-related injury while employed by DAS LLC.

WHEREAS, On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of

the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.” Modified Plan, art. 9.6.

WHEREAS, on March 19, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors’ Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers’ Compensation Claims, (D) Duplicate State Workers’ Compensation Claims, (E) Workers’ Compensation Claims, (F) Transferred Workers’ Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow And Expunge (A) A Certain Duplicate Workers’ Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers’ Compensation Claims And (B) Workers’ Compensation Claims, And (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) (the “Objection”).

WHEREAS, on April 15, 2010, the Association, on behalf of the Claimant, filed the Response of Mississippi Workers’ Compensation Individual Self-Insurer Guaranty Association To The Reorganized Debtor’s Forty-Sixth Omnibus Claims Objection (Kendrick D. Holmes) (Docket No. 19845) (the “Response”).

WHEREAS, on October 12, 2010, the Reorganized Debtors filed the Notice Of Claims Objection Hearing With Respect To Reorganized Debtors’ Objection To Proof Of Administrative Expense Claim Number 19566 (Kendrick D. Holmes) (Docket No. 20667),

pursuant to which the claim objection hearing on the Claim was scheduled for December 16, 2010.

WHEREAS, on October 19, 2010, the Reorganized Debtors filed the Reorganized Debtors' Statement of Disputed Issues With Respect To Proof Of Administrative Expense Claim Number 19566 (Kendrick D. Holmes) (Docket No. 20677).

WHEREAS, on November 16, 2010, the Reorganized Debtors filed the Reorganized Debtors' Supplemental Reply With Respect To Proof Of Administrative Expense Claim No. 19566 (Kendrick D. Holmes) (Docket No. 20811).

WHEREAS, on November 18, 2010, the Association, on behalf of the Claimant filed the Supplemental Response Of Mississippi Workers' Compensation Individual Self-Insurer Guaranty Association To The Reorganized Debtor's Forty-Sixth Omnibus Claims Objection Claim No. 19566 (Kendrick D. Holmes) (Docket No. 20827) (the "Supplemental Response").

WHEREAS, on December 3, 2010, the Reorganized Debtors Filed the Notice of Adjournment of Claims Objection Hearing With Respect To Reorganized Debtors' Objection To Proof Of Administrative Expense Claim Number 19566 Filed by Mississippi Workers' Compensation Individual Self-Insurer Guaranty Association On Behalf Of Kendrick D. Holmes (Docket No. 20975), pursuant to which the claim objection hearing on the Claim was adjourned without date.

WHEREAS, on May 31, 2011, the Claimant filed the Petition For Approval of Compromise Settlement And Dismissal With Prejudice with the Mississippi Workers' Compensation Commission in MWCC No. 0706278-K-1131-E (the "Petition"). Pursuant to the Petition, the Claimant requested approval of a settlement with Delphi Packard Electric Systems under which the payment of \$20,000.00 by Delphi Packard Electric Systems to the Claimant

would (1) fully settle and satisfy any and all claims for workers' compensation benefits, of any nature whatsoever, of the Claimant against Delphi Packard Electric Systems and related parties, including, but not limited to, its successors, assigns, parents, subsidiaries, or related companies or organizations, and (2) fully settle, satisfy, and discharge any and all responsibilities of Delphi Packard Electric Systems and related parties, including, but not limited to, its successors, assigns, parents, subsidiaries, or related companies or organizations, for the Claimant's workers' compensation benefits (the "Settlement").

WHEREAS, on May 31, 2011, Delphi Packard Electric Systems filed a joinder to the Petition with the Mississippi Workers' Compensation Commission in MWCC No. 0706278-K-1131-E (the "Joinder").

WHEREAS, on June 1, 2011, the Mississippi Workers' Compensation Commission entered the Order Approving Compromise Settlement And Dismissal With Prejudice in MWCC No. 0706278-K-1131-E (the "Settlement Order"), pursuant to which the Mississippi Workers' Compensation Commission approved the Settlement.

WHEREAS, on June 13, 2011, the Claimant executed the Absolute Workers' Compensation Release (the "Release"), pursuant to which the Claimant acknowledged receipt of \$20,000.00 (the "Settlement Payment") and fully, completely, and finally released, discharged, and acquitted, Delphi Packard Electric Systems and related parties, including, but not limited to, its successors, assigns, parent, subsidiaries, or related companies or entities, from any and all actions, causes of action, claims or demands under the Mississippi Workers' Compensation Law.

WHEREAS, on July 18, 2011, Delphi Packard Electric Systems filed the Notice of Final Payment with the Mississippi Workers' Compensation Commission in MWCC No. 0706278-K-1131-E, which documents the Settlement Payment made by Delphi Packard Electric

Systems to the Claimant.

WHEREAS, to resolve the Objection with respect to the Claim, the Reorganized Debtors and the Association, on behalf of the Claimant, entered into this Stipulation. Pursuant to this Stipulation, the Reorganized Debtors and the Association, on behalf of the Claimant, agreed that, in accordance with the Petition, the Joinder, the Settlement, the Settlement Order, the Settlement Payment, and the Release, the Claim should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Association, on behalf of the Claimant, stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. The Response and the Supplemental Response are hereby deemed withdrawn with prejudice.
3. Nothing herein shall be construed as an admission of liability to any portion of the Claim on behalf of the Debtors or the Reorganized Debtors.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in New York, New York, this 3rd day of December, 2012

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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